

EXHIBIT 8

MEMORANDUM

TO: Sales Agents

FROM: Scott Falconer

DATE: May 20, 2008

RE: Sales Agents Wage Structure and Overtime

As you know I have recently joined NutriSystem as Executive Vice President, Customer Management and Product Development. I look forward to meeting you, and welcome your suggestions and ideas as to how to grow this business. I value your input and will refer to it as I review the current policies and procedures in place. Initially, I want to clarify the pay structure and commission structure available to all sales agents that is currently in effect, as well as provide further explanation of working overtime.

Your regular hourly rate is \$10.00 per hour. If you work overtime, your overtime hourly rate is \$15.00 per hour. The number of hours worked that exceed 40 hours in any given work week, will be calculated at the overtime rate.

Under the current structure you are eligible to receive a flat commission for every 28-Day program sale you make. The amount of the commission is dependent upon the time of day. Sales Agents who work the day shift are eligible to receive commissions of \$18 for each 28-Day program that he/she sells. Sales Agents who work the evening or weekend shifts are eligible to receive commissions of \$25 for each 28-Day program that he/she sells. Both of these commissions are based on an inbound sales call or a call back to a client.

Sales Agents who sell a 28-Day order from an outbound telemarketing campaign, such as PNOs or ex customers, are eligible to receive \$40 in commission, regardless of the shift worked.

In addition to 28-Day orders, there are other commission plans in effect for other promotions and products available. These are discussed at your weekly meetings with your supervisors and are electronically sent to you as the promotions or products become available. You will be eligible to receive commissions based on these additional plans.

NutriSystem will pay its Sales Agents the greater of the value of their regular and overtime hourly earnings for a bi-weekly payperiod, or the total value of the eligible commissions in a bi-weekly payperiod. To determine which is greater, the values for the regular time hours and the overtime hours are added together each week for two successive weeks for a total salary earning to be paid for a bi-weekly payperiod. If the total salary earning for a bi-weekly payperiod is less than the total commissions for which you are eligible for that payperiod, the sales agent will be paid the value of the commissions.

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For example, let us assume that a Sales Agent works 45 hours the first week of the pay period and 42 hours the second week. That means his or her total hourly earnings for the bi-weekly period would be \$905 (40 hours x \$10.00 + 5 hours x \$15.00 = \$905). Let us further assume that during the same bi-weekly pay period the Sales Agent completes 30 day shift 28-day program sales, 15 evening or weekend shift 28-day program sales, and 3 outbound call sales. This means the total commissions for which the Sales Agent would be eligible to receive is \$1035 (30 day shift sales x \$18 + 15 evening or weekend shift sales x \$25 + 3 outbound sales x \$40). In this case, the Sales Agent would be paid \$1035 for the bi-weekly pay period because the eligible commissions exceeded his hourly rate. However, in the example above, if the Sales Agent made fewer sales and was eligible to receive less than \$905 in commissions, NutriSystem would pay him or her the hourly earnings of \$905.

Sales agents may only be permitted to work more than 40 hours if they have authorization for overtime. In order to get authorization for overtime the agent's sales dollars per call must be above a benchmark determined every Monday. This benchmark is usually the department average which may increase or decrease each week.

Each supervisor informs their team every Monday what the sales dollars per call cutoff is in order for the agents to have authorization for overtime. Agents under this cutoff are told they cannot exceed 40 hours during that week. For further explanation of sales agents' duties and responsibilities, please refer to the Sales Training Manual.

Again, let me commend each of you for your past sales success. I will work with you and your management team to create a more prosperous stream of revenue based on commissions that will benefit not only the Company, but each of you as well.